

TO: Bay Area Headquarters Authority (BAHA)

DATE: October 6, 2011

FR: Executive Director

W.I. 1542

RE: BAHA Resolution No. 1, Establishment of Bay Area Headquarters Authority and BAHA Resolution No. 2, Acquisition and Development of Office Building

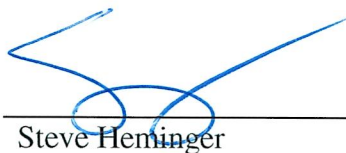
Contingent upon a positive action regarding the regional headquarters project next Wednesday, staff recommends that the Authority approve BAHA Resolution Numbers 1 and 2.

Resolution No. 1 confirms that the Joint Powers Agreement executed by MTC and BATA on September 28, 2011 will govern BAHA's structure and operations, including the members of the governing board of BAHA and the officers of BAHA. Resolution No. 1 also establishes the future regular meeting dates of BAHA, confirms the appointment of General Counsel for BAHA, confirms the adoption of MTC's Conflict of Interest Code as the Conflict of Interest Code for BAHA, and confirms that if any funds held by BAHA that are determined by BAHA to be in excess of BAHA's then current capital and operating needs shall be paid to BATA and may be used by BATA for any lawful purpose free and clear of the restrictions of the Joint Powers Agreement.

Resolution No. 2 authorizes BAHA to accept the contribution of funds from BATA for purchase and development of 390 Main Street, San Francisco (BAHA Facility) and purchase and develop the BAHA Facility. Resolution No. 2 also authorizes the MTC/BATA Executive Director and Chief Financial Officer, and each of them to negotiate, execute and deliver, the Purchase Agreement in substantially the form on file with the Secretary of BAHA, with such revisions as the either or both of them, with the advice of the General Counsel to BAHA, may approve. In addition Resolution No. 2 authorizes the officers and agents of BAHA to take all further actions, including but not limited to, accepting the assignment by BATA of the accepted bid for the purchase of the BAHA Facility, consummating the substitution of BAHA for BATA in escrow and purchase arrangements for such property and taking title to such property.

Recommendation

Staff recommends that the Authority approve BAHA Resolution Nos. 1 and 2.



Steve Heminger